

POWER OF ATTORNEY

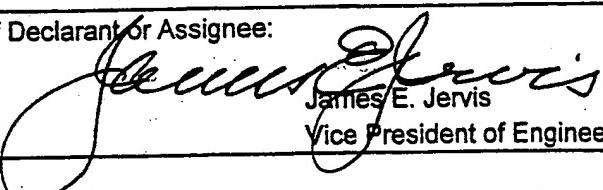
GENERAL SURGICAL INNOVATIONS, INC., assignee(s) of the application for United States Letters Patent for an improvement in **APPARATUS AND METHOD FOR SURGICAL FASTENING** by **Helmut L. KAYAN** and **James E. JERVIS**, the specification of which was

- executed on even date herewith, or
 filed July 10, 1998 having Serial No. 09/113,827.

As a named inventor, I hereby appoint as my attorneys, with full power of substitution and revocation, to prosecute this application and transact all business in the Patent and Trademark Office connected therewith: Roland N. Smoot, Reg. No. 18,718; Conrad R. Solum, Jr., Reg. No. 20,467; James W. Geriak, Reg. No. 20,233; Robert M. Taylor, Jr., Reg. No. 19,848; Samuel B. Stone, Reg. No. 19,297; Douglas E. Olson, Reg. No. 22,798; Robert E. Lyon, Reg. No. 24,171; Robert C. Weiss, Reg. No. 24,939; Richard E. Lyon, Jr., Reg. No. 26,300; John D. McConaghay, Reg. No. 26,773; William C. Steffin, Reg. No. 26,811; Coe A. Bloomberg, Reg. No. 26,605; J. Donald McCarthy, Reg. No. 25,119; John M. Benassi, Reg. No. 27,483; James H. Shalek, Reg. No. 29,749; Allan W. Jansen, Reg. No. 29,395; Robert W. Dickerson, Reg. No. 29,914; Roy L. Anderson, Reg. No. 30,240; David B. Murphy, Reg. No. 31,125; James C. Brooks, Reg. No. 29,898; Jeffrey M. Olson, Reg. No. 30,790; Steven D. Hemminger, Reg. No. 30,755; Jerrold B. Reilly, Reg. No. 32,293; Paul H. Meier, Reg. No. 32,274; John A. Rafter, Jr., Reg. No. 31,653; Kenneth H. Ohriner, Reg. No. 31,646; Mary S. Consalvi, Reg. No. 32,212; Lois M. Kwasigroch, Reg. No. 35,579; Lawrence R. LaPorte, Reg. No. 38,948; Robert C. Laurenson, Reg. No. 34,206; Carol A. Schneider, Reg. No. 34,923; Hope E. Melville, Reg. No. 34,874; Michael J. Wise, Reg. No. 34,047; Richard J. Warburg, Reg. No. 32,327; Kurt T. Mulville, Reg. No. 37,194; Theodore S. Maceiko, Reg. No. 35,593; Bruce G. Chapman, Reg. No. 33,846; and F.T. Alexandra Mahaney, Reg. No. 37,668; and Brent D. Sokol, Reg. No. 38,621.

Send Correspondence to:	LYON & LYON LLP 633 W Fifth St, Suite 4700 Los Angeles, CA 90071-2066	Direct Telephone calls to: (213) 489-1600
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I, the undersigned, declare that I am the (an) assignee of the above-identified application or, if the assignee is a corporation, partnership or other association, I am authorized to make this appointment on behalf of the assignee and I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 19 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Full Name of Assignee: GENERAL SURGICAL INNOVATIONS, INC.	
Post Office Address 10460 Bubb Road, Cupertino, CA 95014	
Signature of Declarant or Assignee:  James E. Jervis Vice President of Engineering	Date: June 15, 1999

RECORDATION FORM COVER SHEET
PATENTS ONLY

Docket No. 234/256

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Helmut L. Kayan
James E. Jervis

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 15, 1999

2. Name and address of receiving party:

Name: GENERAL SURGICAL INNOVATIONS, INC.

Internal Address: _____

City: _____ State: _____ Zip: _____

Street Address: 10460 Bubb Road

City: Cupertino State: CA Zip: 95014

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No(s). 09/113,827

B. Patent No(s). _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Brent D. Sokol

Internal Address: LYON & LYON LLP
633 West Fifth Street, Suite 4700
Los Angeles, CA 90071-2066

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

 Enclosed (Previously paid (see attached)) Charge this Deposit Account if any additional fee is required

8. Deposit Account Number: 12-2475

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Date: June 22, 1999

Brent D. Sokol, Reg No. 38,621

Total number of pages including cover sheet: _____

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ASSIGNMENT

WHEREAS, WE, HELMUT L. KAYAN, a citizen of the United States residing at 222 Scenic Drive, Redwood, California 94062, and JAMES E. JERVIS, a citizen of the United States residing at 495 Walsh Road, Atherton, California 94027, (hereinafter collectively referred to as "ASSIGNORS"), have invented and own a certain invention entitled APPARATUS AND METHOD FOR SURGICAL FASTENING, for which application for Letters Patent of the United States of America was filed on July 10, 1998, assigned Serial No. 09/113,827; and

WHEREAS, GENERAL SURGICAL INNOVATIONS, INC., a corporation organized and existing under and by virtue of the laws of the State of California and having a principal place of business at 10460 Bubb Road, Cupertino, California 95014, (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the exclusive right, title and interest in, to and under said invention and in, to and under any Patent or similar legal protection to be obtained therefor in the United States of America, its territorial possessions and in any and all countries foreign thereto.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNORS hereby sell, assign, transfer and set over unto the said ASSIGNEE, its successors and assigns, the full and exclusive right, title and interest to said invention and to all Letters Patent or application or similar legal protection, not only in the United States and its territorial possessions, but in all countries foreign thereto to be obtained for said invention by

said application, and to any continuation, division, renewal, substitute or reissue thereof or any legal equivalent thereof in the United States or a foreign country for the full term or terms for which the same may be granted, including all priority rights under the International Convention; and ASSIGNORS hereby authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent or any legal equivalent thereof to said ASSIGNEE, its successors and assigns, in accordance with this Assignment.

ASSIGNORS hereby covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Agreement.

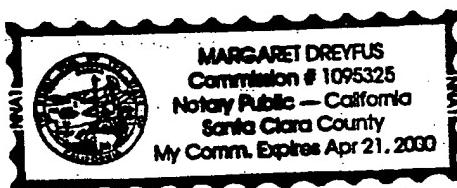
ASSIGNORS further covenant that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said application, said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNORS and will testify as to the same in any interference or litigation related thereto and will promptly execute and deliver to ASSIGNEE or its legal representative any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents in the United States or in any foreign country, which may be necessary or desirable to carry out the purposes thereof.

WITNESS MY HAND at Cupertino, California, this 15th day of
June, 1999.

By: Helmut L. Kayan
HELMUT L. KAYAN

STATE OF CALIFORNIA)
) ss.
COUNTY OF Santa Clara)

On this 15th day of June, 1999, before me, a Notary Public,
personally appeared HELMUT L. KAYAN, known to me to be the person whose name is
subscribed to the within instrument, and acknowledged that he executed the same.



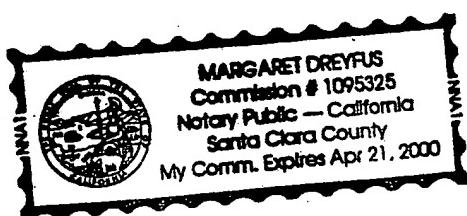
By: Margaret Dreyfus
Notary Public in and for
said County and State

WITNESS MY HAND at Cupertino, CA, this 15th day of
June, 1999.

By: James E. Jervis
JAMES E. JERVIS

STATE OF CALIFORNIA)
COUNTY OF Santa Clara) ss.

On this 15th day of June, 1999, before me, a Notary Public,
personally appeared JAMES E. JERVIS, known to me to be the person whose name is
subscribed to the within instrument, and acknowledged that he executed the same.



By: Margaret Dreyfus
Notary Public in and for
said County and State